

# **EXHIBIT 105**

**ASSIGNMENT AND ASSUMPTION OF LEASE**

THIS ASSIGNMENT AND ASSUMPTION OF LEASE (this "Assignment and Assumption") between M.M.B. ASSOCIATES, LLC, a New York limited liability company with an address at c/o Crosstown Companies, 97-77 Queens Boulevard, Suite 1120, Rego Park, New York 11374 ("Assignor"), in consideration of the sum of One Dollar (\$1.00) and other valuable consideration paid by VANDERBILT ATLANTIC HOLDINGS LLC, a New York limited liability company with an address at 390 Berry Street, Suite 201, Brooklyn, New York 11249 ("Assignee"), the receipt whereof is hereby acknowledged, does hereby sell, assign, transfer and set over unto Assignee, its successors and assigns, all of its right, title and interest in the Existing Lease (defined below).

**WHEREAS**, Assignor has ground leased the real property located at 840 Atlantic Avenue, Brooklyn, New York, and more particularly described in Schedule A annexed hereto and made a part hereof (the "Property") to Assignee pursuant to a Lease dated November \_\_, 2017 (the "Ground Lease"); and

**WHEREAS**, Assignee has ground leased the Property from Assignor pursuant to the Ground Lease; and

**WHEREAS**, Assignor desires to assign, and Assignee desires to assume, all of the rights, interests, and obligations of Assignor, as landlord, which arise under that certain Ground Lease dated March 18, 1998 between Anthony N. Musto (Landlord's predecessor in interest) and McDonald's Corporation, and all renewals, modifications and amendments thereto, as evidenced by that certain Memorandum of Lease dated April 14, 1998 and recorded on August 24, 1998 in the City Registrar's Office in Reel 4264, File 1854, and that certain Supplement to Lease dated August 12, 1999 and recorded on February 2, 2000 1998 in the City Registrar's Office in Reel 4748, File 1809 from and after the date of this Assignment and Assumption (the "Existing Lease").

**NOW, THEREFORE**, in consideration of the foregoing, and other good and valuable consideration, the receipt of which is hereby acknowledged, Assignor and Assignee hereby agree as follows:

1. Assignor does hereby assign to Assignee all of its right, title and interest in and to the Existing Lease.
2. Assignee hereby assumes from Assignor and agrees to be bound by the terms, covenants and conditions of the Existing Lease from and after the date hereof.
3. This Assignment and Assumption inures to the benefit of and binds all parties hereto, together with their respective successors and assigns.
4. This Assignment and Assumption shall become effective upon its delivery. It may be executed in several counterparts, each of which shall be an original and all of which shall constitute but one and the same instrument.

5. If any clause, provision or section of this Assignment and Assumption shall be ruled invalid by any court of competent jurisdiction, the invalidity of such clause, provision or section shall not affect any of the remaining provisions hereof.

6. This Assignment and Assumption shall be interpreted, governed by, and construed in accordance with the applicable laws of the State of New York.

*Signature Page Follows*

IN WITNESS WHEREOF, Assignor and Assignee have caused this Assignment and Assumption to be executed in their respective names, all as of the 30<sup>th</sup> day of November, 2017.

ASSIGNOR:

M.M.B. ASSOCIATES, LLC

By: Anthony Musto  
Name: Anthony Musto  
Title: Managing Member

ASSIGNEE:

VANDERBILT ATLANTIC HOLDINGS LLC

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

IN WITNESS WHEREOF, Assignor and Assignee have caused this Assignment and Assumption to be executed in their respective names, all as of the \_\_\_\_ day of \_\_\_\_\_, 2017.

ASSIGNOR:

M.M.B. ASSOCIATES, LLC

By: \_\_\_\_\_  
Name:  
Title:

ASSIGNEE:

VANDERBILT ATLANTIC HOLDINGS LLC

By: \_\_\_\_\_  
Name: Simon Dushinsky  
Title: Member

Schedule A

PROPERTY DESCRIPTION

SCHEDULE A:

All that certain plot, piece or parcel of land, situate, lying and being in the Borough of Brooklyn, County of Kings, City and State of New York, bounded and described as follows:

BEGINNING at a point at the corner formed by the intersection of the Southerly side of ATLANTIC AVENUE, (as now open and in use, 120.00 feet wide) with the easterly side of VANDERBILT AVENUE (as now open and in use, 100.00 feet wide);

RUNNING THENCE: Easterly along the southerly side of ATLANTIC AVENUE, 170.00 feet;

THENCE: Southerly at right angles to the southerly side of ATLANTIC AVENUE, 200.00 feet to the northerly side of PACIFIC STREET (as now open and in use, 70.00 feet wide);

THENCE: Westerly at right angles to the last mentioned line and along the northerly side of PACIFIC STREET, 75.00 feet;

THENCE: Northerly at right angles to the northerly side of PACIFIC STREET, 100.00 feet;

THENCE: Westerly at right angles to the last mentioned line, 50.00 feet;

THENCE: Southerly at right angles to the last mentioned line, 100.00 feet to the northerly side of PACIFIC STREET;

THENCE: Westerly at right angles to the last mentioned line and along the northerly side of PACIFIC STREET, 45.00 feet to the easterly side of VANDERBILT AVENUE;

THENCE: northerly at right angles to the northerly side of PACIFIC STREET and along the easterly side of VANDERBILT AVENUE, 200.00 feet to the place or point of BEGINNING

*Block 1122*  
*Lot 1, 68 + 71*